

EXHIBIT 6

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 001-7784



CENTURYLINK, INC.

(Exact name of registrant as specified in its charter)

Louisiana
(State or other jurisdiction of
incorporation or organization)

72-0651161
(I.R.S. Employer
Identification No.)

**100 CenturyLink Drive, Monroe,
Louisiana**
(Address of principal executive offices)

71203
(Zip Code)

(318) 388-9000
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

On May 2, 2013, there were 609,046,043 shares of common stock outstanding.

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* All references to "Notes" in this quarterly report refer to these Notes to Consolidated Financial Statements.

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CENTURYLINK, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended March 31,	
	2013	2012
	(Dollars in millions except per share amounts and shares in thousands)	
OPERATING REVENUES	\$ 4,513	4,610
OPERATING EXPENSES		
Cost of services and products (exclusive of depreciation and amortization)	1,796	1,877
Selling, general and administrative	818	871
Depreciation and amortization	1,117	1,208
Total operating expenses	3,731	3,956
OPERATING INCOME	782	654
OTHER INCOME (EXPENSE)		
Interest expense	(316)	(343)
Net gain on early retirement of debt	—	8
Other income	39	12
Total other income (expense)	(277)	(323)
INCOME BEFORE INCOME TAX EXPENSE	505	331
Income tax expense	207	131
NET INCOME	\$ 298	200
BASIC AND DILUTED EARNINGS PER COMMON SHARE		
BASIC	\$.48	.32
DILUTED	\$.48	.32
DIVIDENDS DECLARED PER COMMON SHARE	\$.54	.725
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING		
BASIC	619,423	618,208
DILUTED	621,074	620,350

See accompanying notes to consolidated financial statements.

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The following table summarizes the results of operations from our consumer segment:

	Consumer Segment			
	Three Months Ended March 31,		Increase / (Decrease)	% Change
	2013	2012		
	(Dollars in millions)			
Segment revenues:				
Strategic services	\$ 620	588	32	5%
Legacy services	889	974	(85)	(9)%
Data integration	2	2	—	—
Total revenues	1,511	1,564	(53)	(3)%
Segment expenses:				
Direct	413	445	(32)	(7)%
Allocated	113	122	(9)	(7)%
Total expenses	526	567	(41)	(7)%
Segment income	\$ 985	997	(12)	(1)%
Segment margin percentage	65.2%	63.7%		

Segment Income

Declines in local and long-distance services associated with access line loss largely contributed to a decrease in our consumer segment income for the three months ended March 31, 2013 as compared to the three months ended March 31, 2012. The decrease in revenues was substantially offset by lower expenses.

Segment Revenues

Consumer revenues decreased for the three months ended March 31, 2013 as compared to the three months ended March 31, 2012. Growth in strategic services revenues did not fully offset a decline in legacy services revenues. The increase in strategic services revenues is due primarily to volume increases in our facilities-based video and increases in the number of broadband subscribers. Legacy services revenues decreased primarily due to declines in local and long-distance services associated with access line losses resulting from competitive pressures.

Segment Expenses

Consumer expenses decreased for the three months ended March 31, 2013 as compared to the three months ended March 31, 2012 primarily due to decreases in salaries, wages and benefits as a result of headcount reductions and decreased allocated expenses. Allocated expenses decreased primarily due to decreases in network expenses, including professional fees, salaries, wages and benefits, as well as, to decreases in fleet expenses.

Business

The operations of our business segment have been impacted by several significant trends, including those described below:

- *Strategic services.* Our mix of total segment revenues continues to migrate from legacy services to strategic services as our commercial, enterprise, global and government customers increasingly demand customized and integrated data, Internet and voice services. We offer

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SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on May 10, 2013.

CENTURYLINK, INC.

By: /s/ DAVID D. COLE

David D. Cole
Senior Vice President, Controller and Operations Support
(Chief Accounting Officer)